

**MENTION POUR LA PUBLICATION AU MEMORIAL**

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Nom de la société : **CLT-UFA S.A.**

Siège social : **45, boulevard Pierre Frieden  
L-1543 Luxembourg**

Registre de commerce : **B 6.139**

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Les comptes annuels au **31 décembre 2011** ont été déposés au Registre de Commerce et des Sociétés de Luxembourg.

Pour mention aux fins de publication au Mémorial, recueil spécial des sociétés et des associations.

## BALANCE SHEET

Financial year from <sup>01</sup> 01/01/2011 to <sup>02</sup> 31/12/2011 (in <sup>03</sup> EUR )

CLT-UFA

45, Bd. Pierre Frieden  
L-1543 Luxembourg

## ASSETS

## Financial year

## Previous financial year

## A. Subscribed capital unpaid

- I. Subscribed capital not called
- II. Subscribed capital called but not paid

## B. Formation expenses

## C. Fixed assets

- I. Intangible assets
1. Costs of research and development
  2. Concessions, patents, licences, trade marks and similar rights and assets, if they were
    - a) acquired for valuable consideration and need not be shown under C.I.3
    - b) created by the undertaking itself
  3. Goodwill, to the extent that it was acquired for valuable consideration
  4. Payments on account and intangible fixed assets under development
- II. Tangible assets
1. Land and buildings
  2. Plant and machinery
  3. Other fixtures and fittings, tools and equipment
  4. Payments on account and tangible assets in course of construction
- III. Financial assets
1. Shares in affiliated undertakings
  2. Loans to affiliated undertakings
  3. Shares in undertakings with which the company is linked by virtue of participating interests
  4. Loans to undertakings with which the company is linked by virtue of participating interests
  5. Investments held as fixed assets
  6. Loans and claims held as fixed assets
  7. Own shares or own corporate units

101		102	
103		104	
105		106	
107		108	
109	4.737.294.508,00	110	4.487.206.523,00
111	82.101.246,00	112	88.392.059,00
113		114	
115	120.840,00	116	105.468,00
117	120.840,00	118	105.468,00
119		120	
121	81.980.406,00	122	88.286.591,00
123		124	
125	4.483.609,00	126	3.226.856,00
127	4.096.856,00	128	781.293,00
129	24.999,00	130	417.356,00
131	361.754,00	132	812.407,00
133		134	1.215.800,00
135	4.650.709.653,00	136	4.395.587.608,00
137	4.258.823.625,00	138	4.326.503.279,00
139	364.096.921,00	140	41.039.998,00
141	27.770.595,00	142	27.826.398,00
143		144	
145	18.512,00	146	217.933,00
147		148	
149		150	

RCSL Nr. : B6139

Matricule : 1931 2200 042

	Financial year	Previous financial year
<b>D. Current assets</b>		
I. Stocks	151 <u>2.752.269.792,00</u>	152 <u>2.560.100.878,00</u>
1. Raw materials and consumables	153 <u>135.835.953,00</u>	154 <u>137.010.624,00</u>
2. Work and contracts in progress	155 _____	156 _____
3. Finished goods and goods for resale	157 _____	158 _____
4. Payments on account	159 <u>129.112.841,00</u>	160 <u>128.009.227,00</u>
II. Debtors	161 <u>6.723.112,00</u>	162 <u>9.001.397,00</u>
1. Trade debtors	163 <u>2.415.793.090,00</u>	164 <u>2.422.450.180,00</u>
a) becoming due and payable after less than one year	165 <u>3.468.967,00</u>	166 <u>1.545.826,00</u>
b) becoming due and payable after more than one year	167 <u>3.468.967,00</u>	168 <u>1.545.826,00</u>
2. Amounts owed by affiliated undertakings	169 _____	170 _____
a) becoming due and payable after less than one year	171 <u>2.386.956.028,00</u>	172 <u>2.397.142.498,00</u>
b) becoming due and payable after more than one year	173 <u>2.386.956.028,00</u>	174 <u>2.397.142.498,00</u>
3. Amounts owed by undertakings with which the company is linked by virtue of participating interests	175 _____	176 _____
a) becoming due and payable after less than one year	177 <u>24.820.000,00</u>	178 <u>22.400.664,00</u>
b) becoming due and payable after more than one year	179 <u>24.820.000,00</u>	180 <u>22.400.664,00</u>
4. Other debtors	181 _____	182 _____
a) becoming due and payable after less than one year	183 <u>548.095,00</u>	184 <u>1.361.192,00</u>
b) becoming due and payable after more than one year	185 <u>548.095,00</u>	186 <u>1.361.192,00</u>
III. Investments	187 _____	188 _____
1. Shares in affiliated undertakings and in undertakings with which the company is linked by virtue of participating interests	189 <u>100.000.009,00</u>	190 _____
2. Own shares or own corporate units	191 _____	192 _____
3. Other investments	193 _____	194 _____
IV. Cash at bank and in hand	195 <u>100.000.009,00</u>	196 _____
	197 <u>100.640.740,00</u>	198 <u>640.074,00</u>
<b>E. Prepayments</b>	199 <u>2.469.520,00</u>	200 <u>6.782.969,00</u>
<b>TOTAL (ASSETS)</b>	201 <u>7.492.033.820,00</u>	202 <u>7.054.090.370,00</u>

RCSL Nr. : B6139

Matricule : 1931 2200 042

**LIABILITIES**

	Financial year	Previous financial year
<b>A. Capital and reserves</b>		
I. Subscribed capital	301 <u>6.712.493.423,00</u>	302 <u>6.492.386.229,00</u>
II. Share premium and similar premiums	303 <u>450.000.000,00</u>	304 <u>450.000.000,00</u>
III. Revaluation reserves	305 <u>363.880.110,00</u>	306 <u>363.880.110,00</u>
IV. Reserves	307 _____	308 _____
1. Legal reserve	309 <u>45.000.000,00</u>	310 <u>45.000.000,00</u>
2. Reserve for own shares	311 <u>45.000.000,00</u>	312 <u>45.000.000,00</u>
3. Reserves provided for by the articles of association	313 _____	314 _____
4. Other reserves	315 _____	316 _____
V. Profit or loss brought forward	317 _____	318 _____
VI. Result for the financial year	319 <u>5.382.130.827,00</u>	320 <u>5.166.674.337,00</u>
VII. Interim dividends	321 <u>417.609.814,00</u>	322 <u>412.959.110,00</u>
VIII. Investment subsidies	323 _____	324 _____
IX. Immunised appreciation	325 _____	326 _____
	327 <u>53.872.672,00</u>	328 <u>53.872.672,00</u>
<b>B. Subordinated creditors</b>	329 _____	330 _____
<b>C. Provisions</b>		
1. Provisions for pensions and similar obligations	331 <u>53.102.221,00</u>	332 <u>50.556.663,00</u>
2. Provisions for taxation	333 <u>25.862.188,00</u>	334 <u>25.741.608,00</u>
3. Other provisions	335 _____	336 _____
	337 <u>27.240.033,00</u>	338 <u>24.815.055,00</u>
<b>D. Non subordinated debts</b>		
1. Debenture loans	339 <u>723.886.557,00</u>	340 <u>504.839.339,00</u>
a) Convertible loans	341 _____	342 _____
i) becoming due and payable after less than one year	343 _____	344 _____
ii) becoming due and payable after more than one year	345 _____	346 _____
b) Non convertible loans	347 _____	348 _____
i) becoming due and payable after less than one year	349 _____	350 _____
ii) becoming due and payable after more than one year	351 _____	352 _____
2. Amounts owed to credit institutions	353 _____	354 _____
a) becoming due and payable after less than one year	355 <u>100.000.009,00</u>	356 _____
b) becoming due and payable after more than one year	357 <u>100.000.009,00</u>	358 _____
3. Payments received on account of orders in so far as they are not shown separately as deductions from stocks	359 _____	360 _____
a) becoming due and payable after less than one year	361 _____	362 _____
b) becoming due and payable after more than one year	363 _____	364 _____
4. Trade creditors	365 _____	366 _____
a) becoming due and payable after less than one year	367 <u>48.987.550,00</u>	368 <u>44.039.239,00</u>
b) becoming due and payable after more than one year	369 <u>48.987.550,00</u>	370 <u>44.039.239,00</u>
	371 _____	372 _____

RCSL Nr. : B6139

Matricule : 1931 2200 042

	Financial year	Previous financial year
5. Bills of exchange payable	373 _____	374 _____
a) becoming due and payable after less than one year	375 _____	376 _____
b) becoming due and payable after more than one year	377 _____	378 _____
6. Amounts owed to affiliated undertakings	379 <u>466.613.522,00</u>	380 <u>382.515.302,00</u>
a) becoming due and payable after less than one year	381 <u>466.613.522,00</u>	382 <u>382.515.302,00</u>
b) becoming due and payable after more than one year	383 _____	384 _____
7. Amounts owed to undertakings with which the company is linked by virtue of participating interests	385 <u>45.245.708,00</u>	386 <u>20.353.897,00</u>
a) becoming due and payable after less than one year	387 <u>45.187.717,00</u>	388 <u>20.295.906,00</u>
b) becoming due and payable after more than one year	389 <u>57.991,00</u>	390 <u>57.991,00</u>
8. Tax and social security	391 <u>50.891.524,00</u>	392 <u>48.911.426,00</u>
a) Tax	393 <u>49.969.443,00</u>	394 <u>48.263.127,00</u>
b) Social security	395 <u>922.081,00</u>	396 <u>648.299,00</u>
9. Other creditors	397 <u>12.148.244,00</u>	398 <u>9.019.475,00</u>
a) becoming due and payable after less than one year	399 <u>12.148.244,00</u>	400 <u>9.019.475,00</u>
b) becoming due and payable after more than one year	401 _____	402 _____
<b>E. Deferred income</b>	403 <u>2.551.619,00</u>	404 <u>6.308.139,00</u>
<b>TOTAL (LIABILITIES)</b>	405 <u>7.492.033.820,00</u>	406 <u>7.054.090.370,00</u>

RCSL Nr. : B6139

Matricule : 1931 2200 042

**PROFIT AND LOSS ACCOUNT****Financial year from** <sup>01</sup> 01/01/2011 **to** <sup>02</sup> 31/12/2011 (in <sup>03</sup> EUR )

CLT-UFA

45, Bd. Pierre Frieden  
L-1543 Luxembourg**A. CHARGES**

	Financial year	Previous financial year
<b>1. Raw materials and consumables</b>	<sup>601</sup> <u>95.144.713,00</u>	<sup>602</sup> <u>91.849.961,00</u>
<b>2. Other external charges</b>	<sup>603</sup> <u>551.806.651,00</u>	<sup>604</sup> <u>496.963.528,00</u>
<b>3. Staff costs</b>	<sup>605</sup> <u>36.154.614,00</u>	<sup>606</sup> <u>29.771.145,00</u>
a) Wages and salaries	<sup>607</sup> <u>30.653.742,00</u>	<sup>608</sup> <u>25.346.405,00</u>
b) Social security costs	<sup>609</sup> <u>3.128.914,00</u>	<sup>610</sup> <u>2.440.365,00</u>
c) Social security costs relating to pensions	<sup>611</sup> <u>2.365.973,00</u>	<sup>612</sup> <u>1.984.375,00</u>
d) Other social security costs	<sup>613</sup> <u>5.985,00</u>	<sup>614</sup> _____
<b>4. Value adjustments</b>	<sup>615</sup> <u>7.275.995,00</u>	<sup>616</sup> <u>7.110.464,00</u>
a) on formation expenses and on tangible and intangible fixed assets	<sup>617</sup> <u>7.266.845,00</u>	<sup>618</sup> <u>7.109.211,00</u>
b) on elements of current assets	<sup>619</sup> <u>9.150,00</u>	<sup>620</sup> <u>1.253,00</u>
<b>5. Other operating charges</b>	<sup>621</sup> <u>37.679.165,00</u>	<sup>622</sup> <u>31.845.334,00</u>
<b>6. Value adjustments and fair value adjustments on financial fixed assets</b>	<sup>623</sup> <u>1.000,00</u>	<sup>624</sup> <u>2.567.552,00</u>
<b>7. Value adjustments and fair value adjustments on financial current assets. Loss on disposal of transferable securities</b>	<sup>625</sup> _____	<sup>626</sup> _____
<b>8. Interest payable and similar charges</b>	<sup>627</sup> <u>31.901.760,00</u>	<sup>628</sup> <u>4.115.942,00</u>
a) concerning affiliated undertakings	<sup>629</sup> <u>28.872.156,00</u>	<sup>630</sup> <u>2.090.689,00</u>
b) other interest payable and similar charges	<sup>631</sup> <u>3.029.604,00</u>	<sup>632</sup> <u>2.025.253,00</u>
<b>9. Extraordinary charges</b>	<sup>633</sup> <u>99.292.507,00</u>	<sup>634</sup> <u>4.292.293,00</u>
<b>10. Tax on profit or loss</b>	<sup>635</sup> <u>1.894.737,00</u>	<sup>636</sup> <u>3.360.839,00</u>
<b>11. Other taxes not included in the previous caption</b>	<sup>637</sup> <u>10.560.370,00</u>	<sup>638</sup> <u>8.973.725,00</u>
<b>12. Profit for the financial year</b>	<sup>639</sup> <u>417.609.814,00</u>	<sup>640</sup> <u>412.959.110,00</u>
<b>TOTAL CHARGES</b>	<sup>641</sup> <u>1.289.321.326,00</u>	<sup>642</sup> <u>1.093.809.893,00</u>

RCSL Nr. : B6139

Matricule : 1931 2200 042

**B. INCOME**

	Financial year	Previous financial year
<b>1. Net turnover</b>	701 <u>703.419.746,00</u>	702 <u>639.549.534,00</u>
<b>2. Change in inventories of finished goods and of work and contracts in progress</b>	703 _____	704 _____
<b>3. Fixed assets under development</b>	705 _____	706 _____
<b>4. Reversal of value adjustments</b>	707 _____	708 _____
a) on formation expenses and on tangible and intangible fixed assets	709 _____	710 _____
b) on elements of current assets	711 _____	712 _____
<b>5. Other operating income</b>	713 <u>44.903.681,00</u>	714 <u>40.860.865,00</u>
<b>6. Income from financial fixed assets</b>	715 <u>69.510.779,00</u>	716 <u>52.643.521,00</u>
a) derived from affiliated undertakings	717 <u>45.396.971,00</u>	718 <u>30.241.929,00</u>
b) other income from participating interests	719 <u>24.113.808,00</u>	720 <u>22.401.592,00</u>
<b>7. Income from financial current assets</b>	721 _____	722 _____
a) derived from affiliated undertakings	723 _____	724 _____
b) other income	725 _____	726 _____
<b>8. Other interests and other financial income</b>	727 <u>253.653.614,00</u>	728 <u>360.338.416,00</u>
a) derived from affiliated undertakings	729 <u>253.253.413,00</u>	730 <u>356.767.387,00</u>
b) other interest receivable and similar income	731 <u>400.201,00</u>	732 <u>3.571.029,00</u>
<b>9. Extraordinary income</b>	733 <u>217.833.506,00</u>	734 <u>417.557,00</u>
<b>10. Loss for the financial year</b>	735 <u>0,00</u>	736 <u>0,00</u>
<b>TOTAL INCOME</b>	737 <u>1.289.321.326,00</u>	738 <u>1.093.809.893,00</u>

**CLT-UFA S.A.  
Société Anonyme**

**Audited annual accounts  
for the year ended 31 December 2011**

45, boulevard Pierre Frieden  
L-1543 Luxembourg  
**R.C.S. Luxembourg: B 6 139**







## **Audit report**

To the Shareholders of  
**CLT-UFA S.A.**

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### **Report on the annual accounts**

Following our appointment by the General Meeting of the Shareholders dated 20 April 2011, we have audited the accompanying annual accounts of CLT-UFA S.A., which comprise the balance sheet as at 31 December 2011, the profit and loss account for the year then ended and a summary of significant accounting policies and other explanatory information.

#### *Board of Directors' responsibility for the annual accounts*

The Board of Directors is responsible for the preparation and fair presentation of these annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the annual accounts, and for such internal control as the Board of Directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

#### *Responsibility of the "Réviseur d'entreprises agréé"*

Our responsibility is to express an opinion on these annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier". Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the judgment of the "Réviseur d'entreprises agréé", including the assessment of the risks of material misstatement of the annual accounts, whether due to fraud or error. In making those risk assessments, the "Réviseur d'entreprises agréé" considers internal control relevant to the entity's preparation and fair presentation of the annual accounts in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors, as well as evaluating the overall presentation of the annual accounts.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



*Opinion*

In our opinion, the annual accounts give a true and fair view of the financial position of CLT-UFA S.A. as of 31 December 2011, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the annual accounts.

**Report on other legal and regulatory requirements**

The management report, which is the responsibility of the Board of Directors, is consistent with the annual accounts.

PricewaterhouseCoopers S.à r.l.  
Represented by

Luxembourg, 5 March 2012

A handwritten signature in black ink, appearing to be 'P. Rakovsky'.

Pascal Rakovsky

## Notes to the annual accounts for the year ended 31 December 2011

### 1. GENERAL

CLT-UFA S.A. (hereafter "CLT UFA" or "the Company") was incorporated on 30 May 1931 and organised under the laws of Luxembourg as a "société anonyme" for an unlimited period.

The registered office of the Company is established in 45, Boulevard Pierre Frieden in 1543 Luxembourg.

The Company's financial year starts on 1 January and ends on 31 December of each year and the annual accounts are prepared in Euro ("€").

The object of CLT-UFA is the exploitation of licences, permissions and authorisations from public authorities for radio and television broadcasts and/or other communication methods, broadcast or not, with or without frequency through hertzian transmitter, cable distribution, satellite or by any other means of broadcasting or transmission, interactive or not, for local or international audiences financed through any source of revenue. CLT-UFA is permitted to carry on any similar or complementary activities and to invest in similar companies. On 15 February 2007, the Luxembourg Government renewed the licence agreement until 30 December 2020 (Note 6.2.1.).

CLT-UFA is a licensed broadcaster with trans-border activities in Belgium (RTL TVi, Club RTL and Plug RTL), the Netherlands (RTL4, RTL5, RTL7, RTL8, RTL24, RTL Lounge, Teleshop 4, 5, 7, and 8) and France (RTL Radio and RTL Shopping).

CLT-UFA holds directly or indirectly investments in several companies. CLT-UFA is also active in the field of technical services for TV and radio as well as in the acquisition, the (co)production and the distribution of audiovisual rights. The technical TV and radio activities are managed by Broadcasting Center Europe S.A., a fully owned subsidiary.

Based on the criteria defined by Luxembourg law, the Company is exempt from the obligation to prepare consolidated accounts and a consolidated management report.

The Company is included in the consolidated financial statements of RTL Group S.A. (the "Group") having the same registered office as the Company where those consolidated financial statements are available.

The consolidated financial statements of RTL Group S.A. are included in the consolidated financial statements of Bertelsmann AG, the ultimate parent company of the Company. Bertelsmann AG is a company incorporated under German law whose registered office is established at Carl-Bertelsmann-Strasse 270, D-33311 Gütersloh, Germany. Consolidated financial statements of Bertelsmann AG may be obtained at their registered office.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### 2.1. Basis of preparation

The annual accounts have been prepared in accordance with Luxembourg legal and regulatory requirements. Accounting policies and valuation rules are, besides the ones laid down by the Amended Law dated 19 December 2002, determined and applied by the Board of Directors.

The annual accounts have been prepared under the historical cost convention.

All monetary amounts in the notes are in Euro unless otherwise indicated.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the period in which the assumptions changed. Management believes that the underlying assumptions are appropriate and that the annual accounts therefore fairly present the financial position and results.

## Notes to the annual accounts for the year ended 31 December 2011

### 2.2. Foreign currency translation

The Company maintains its accounts in Euro and both the balance sheet and profit and loss account are expressed in this currency.

Transactions in foreign currencies are recorded at the rate of exchange ruling on the transaction date. With the exception of fixed assets, all assets and liabilities denominated in foreign currencies are converted at the rate of exchange ruling at the balance sheet date. Related realised and unrealised gains as well as realised and unrealised losses are recognised in the profit and loss account.

In the context of the management of foreign exchange risks from its operations, the Company enters into forward foreign exchange transactions with Group companies. Unrealised gains and losses arising from such transactions are recognised in the profit and loss account.

### 2.3. Intangible assets

Intangible assets are stated at cost less accumulated amortisation. They are amortised on a straight-line basis over their estimated useful lives. Where the Company considers that an intangible asset has suffered a durable depreciation in value, an additional write-down is recorded to reflect this loss. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

### 2.4. Goodwill

Goodwill recorded under intangible assets represents the difference between the carrying amount of the shares of RTL Nederland S.A. previously held by the Company and the net book value of assets and liabilities transferred to the Company when the merger occurred in 2005. This merger difference is amortised on a straight-line basis over a period of 20 years.

### 2.5. Tangible assets

Tangible assets are stated at cost less accumulated depreciation. Depreciation is recognised on a straight-line basis over the estimated useful lives of the tangible assets:

- Land: nil;
- Buildings: ten to 25 years;
- Technical equipment: four to ten years;
- Other fixtures and fittings, tools and equipment: three to ten years.

Where the Company considers that a tangible asset has suffered a durable depreciation in value, an additional write-down is recorded to reflect this loss. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

### 2.6. Financial assets

Shares in affiliated undertakings and in participating interests as well as securities held as fixed assets are recorded at acquisition cost in the balance sheet. A value adjustment is made when there is a durable diminution in their value. These value adjustments are not continued if the reasons for which these value adjustments were made have ceased to apply.

Certain participating interests operate under the legal form of partnerships. The Company records its share of the profits to be distributed or of the losses in the profit and loss account. Such losses are recorded as value adjustments when the financial support is given in the form of an advance to the companies concerned. Surplus losses are booked as a provision.

Dividends from shares in affiliated undertakings and participating interests are recognised when declared by decision of the General Meeting.

The utilisation of neutralised capital gains (Note 3.8.3.) is reflected by transfer from capital gains to be reinvested to the caption "Temporarily not taxable capital gains".

## Notes to the annual accounts for the year ended 31 December 2011

Amounts owed by affiliated undertakings and by undertakings with which the Company is linked by virtue of participating interests are recorded at acquisition cost or nominal value in the balance sheet. When the market value or the recoverable value is lower than the acquisition cost or nominal value, a value adjustment is recorded. These value adjustments are not continued if the reasons for which these value adjustments were made have ceased to apply.

### 2.7. Programme rights

Programme rights include programmes in process (co-)productions as well as rights acquired with the primary intention to broadcast or sell them in the normal course of the Group's operating cycle. They are accounted for at their acquisition cost.

Amortisation is calculated based upon expected revenue. This method consists in amortising the acquisition cost in the ratio of net revenue for the period to anticipated total net revenue. Estimates of anticipated total net revenue are reviewed periodically. If estimated total net revenue is below acquisition cost, the book value of the rights is adjusted to anticipated total net revenue.

Programme rights are booked as an asset in the balance sheet at the date of availability of the rights. The Company records an off-balance sheet commitment for contracts concluded for which the date of availability of the rights has not been reached.

### 2.8. Debtors

Debtors are recorded at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

### 2.9. Other transferable securities

Other transferable securities are valued at the lower of purchase cost, including expenses incidental thereto and calculated on a FIFO basis, or market value, expressed in the currency in which the annual accounts are prepared. A value adjustment is recorded where the market value is lower than the acquisition cost.

### 2.10. Cash at bank and cash in hand

The Company reports in the balance sheet the net amount of the debit and credit positions of the bank accounts when these positions relate to the same currency in the same bank and a netting agreement exists with the bank. If these conditions are not met, credit positions are recorded as bank overdrafts in "Amounts owed to credit institutions".

### 2.11. Deferred charges

The company reports under this caption expenditure incurred during the financial year but relating to a subsequent financial year.

### 2.12. Provisions

Provisions are intended to cover losses or liabilities, the nature of which is clearly defined and which, at the date of the balance sheet, are either likely to be incurred or certain to be incurred but uncertain as to their amount or date on which they will arise.

Provisions may also be created to cover charges which originate in the financial year under review or in a previous financial year, the nature of which is clearly defined and which at the date of the balance sheet are either likely to be incurred or certain to be incurred but uncertain as to their amount or the date on which they will arise.

### 2.13. Creditors

Creditors are recorded at their nominal value.

## Notes to the annual accounts for the year ended 31 December 2011

## 2.14. Deferred income

The liability items include income received during the financial year but related to a subsequent financial year.

## 2.15. Net turnover

Net turnover includes (co-)productions, advertising revenue and other sales net of sales commissions and deductions such as cash rebates, credit notes, discounts, refunds and VAT.

## 2.16. Presentation of comparative financial data

The figures for the year ended 31 December 2010 detailed in the table below have been reclassified to ensure comparability with the figures for the year ended 31 December 2011 presented in compliance with the law dated 19 December 2002 and amended by the law dated 10 December 2010. Management do not believe that these reclassifications adversely affect the information provided.

Caption	Originally reported ('000 €)	New presentation ('000 €)	Difference ('000 €)	Description
<b>Balance sheet - Creditors</b>				
Tax debts	48 257	48 263	+6	VAT payable reclassified from "Other accounts payable"
Other accounts payable	9 025	9 019	(6)	VAT payable reclassified to "Tax debts"
<b>Profit and loss account - Charges</b>				
Use of merchandise, raw materials and consumable materials	-	2 248	+2 248	Materials and supplies purchased and not stocked reclassified from "Other operating charges"
Other external charges	496 923	496 964	+41	Bank fees reclassified from "Other interest and financial charges" (+41)
Salaries and wages	25 248	25 100	(148)	Costs not related to wages and salaries reclassified to "Other staff costs" (-247); adjustment to pension provision reclassified to "Supplementary pensions" (+99)
Supplementary pensions	2 083	1 984	(99)	Adjustment to pension provision reclassified from "Salaries and wages"
Other staff costs	-	247	+247	Other staff costs reclassified from "Salaries and wages"
Other operating charges	34 092	31 845	(2 247)	Materials and supplied purchased and not stocked reclassified to "Use of merchandise, raw materials and consumable materials" (-2 248); real estate tax reclassified from "Other taxes not included in the previous caption" (+1)
Other interest and financial charges	1 652	1 611	(41)	Bank fees reclassified to "Other external charges"
Other taxes not included in the previous caption	8 975	8 974	(1)	Real estate tax reclassified to "Other operating charges"
<b>Profit and loss account – Income</b>				
Interest and other financial income derived from undertakings with which the company is linked by virtue of participating interests	-	37	+37	Interest income from participating interests reclassified from "Other interest and financial income"
Other interest and financial income	451	414	(37)	Interest income from participating interests reclassified to "Interest and other financial income derived from undertakings with which the company is linked by virtue of participating interests"

## Notes to the annual accounts for the year ended 31 December 2011

## 3. BALANCE SHEET

## 3.1. Intangible assets

"Intangible assets" consist mainly of (co-)productions, audiovisual rights and goodwill which are recorded and amortised according to the policies described in Notes 2.3. and 2.4.

In 2011, intangible assets have evolved as follows:

	(Co-)productions and audiovisual rights	Goodwill	Other intangible assets	Total
<b>Acquisition cost at 31.12.2010</b>	<b>16 774 623</b>	<b>126 123 702</b>	<b>2 011 008</b>	<b>144 909 333</b>
Acquisitions	-	-	100 000	100 000
Disposals	-	-	(100 000)	(100 000)
<b>Acquisition cost at 31.12.2011</b>	<b>16 774 623</b>	<b>126 123 702</b>	<b>2 011 008</b>	<b>144 909 333</b>
<b>Accumulated value adjustment at 31.12.2010</b>	<b>(16 774 623)</b>	<b>(37 837 111)</b>	<b>(1 905 540)</b>	<b>(56 517 274)</b>
Depreciation charges for the year	-	(6 306 185)	(84 628)	(6 390 813)
Disposals	-	-	100 000	100 000
<b>Accumulated value adjustment at 31.12.2011</b>	<b>(16 774 623)</b>	<b>(44 143 296)</b>	<b>(1 890 168)</b>	<b>(62 808 087)</b>
Net book value at 31.12.2010	-	88 286 591	105 468	88 392 059
<b>Net book value at 31.12.2011</b>	<b>-</b>	<b>81 980 406</b>	<b>120 840</b>	<b>82 101 246</b>

Goodwill was recognised in 2005 by the Company in connection with the merger of RTL Nederland S.A. into CLT-UFA S.A. (Note 2.4.).

## 3.2. Tangible assets

In 2011, "Tangible assets" have evolved as follows:

	Land and buildings	Plant and machinery	Other fixtures and fittings, tools and equipment	Payments on account and tangible assets in course of construction	Total
<b>Acquisition cost at 31.12.2010</b>	<b>4 270 823</b>	<b>36 087 764</b>	<b>7 348 197</b>	<b>1 215 800</b>	<b>48 922 584</b>
Acquisitions	2 121 822	6 521	4 442	-	2 132 785
Other	2 284 129	-	(1 068 329)	(1 215 800)	-
<b>Acquisition cost at 31.12.2011</b>	<b>8 676 774</b>	<b>36 094 285</b>	<b>6 284 310</b>	<b>-</b>	<b>51 055 369</b>
<b>Accumulated value adjustment at 31.12.2010</b>	<b>(3 489 530)</b>	<b>(35 670 408)</b>	<b>(6 535 790)</b>	<b>-</b>	<b>(45 695 728)</b>
Depreciation charges for the year	(400 011)	(398 878)	(77 143)	-	(876 032)
Other	(690 377)	-	690 377	-	-
<b>Accumulated value adjustment at 31.12.2011</b>	<b>(4 579 918)</b>	<b>(36 069 286)</b>	<b>(5 922 556)</b>	<b>-</b>	<b>(46 571 760)</b>
Net book value at 31.12.2010	781 293	417 356	812 407	1 215 800	3 226 856
<b>Net book value at 31.12.2011</b>	<b>4 096 856</b>	<b>24 999</b>	<b>361 754</b>	<b>-</b>	<b>4 483 609</b>

In 2011, acquisition costs of €2 284 129 and accumulated value adjustments of €(690 377) were reclassified to new asset categories in line with the underlying nature of the assets.

In 2010, the "Payments on account and tangible assets in course of construction" related to the modernisation of a transmitter for the French radio station RTL.



## Notes to the annual accounts for the year ended 31 December 2011

## 3.3. Financial assets

Shares in affiliated undertakings, the most significant participating interests and loans granted by CLT-UFA at 31 December 2011 are detailed hereafter.

## 3.3.1. Shares

In 2011, shares have evolved as follows:

	Shares in affiliated undertakings	Shares in undertakings with which the company is linked by virtue of participating interests	Securities held as fixed assets
<b>Acquisition cost at 31.12.2010</b>	<b>4 795 031 582</b>	<b>34 973 568</b>	<b>2 156 039</b>
Acquisitions / creation	13 604 873	-	-
Disposals	(98 964 430)	-	-
Capital reimbursement	(2 613 111)	-	-
Transfer	255 224	(55 803)	(199 421)
Merger	(39 823)	-	-
<b>Acquisition cost at 31.12.2011</b>	<b>4 707 274 315</b>	<b>34 917 765</b>	<b>1 956 618</b>
<b>Value adjustments at 31.12.2010</b>	<b>(468 528 303)</b>	<b>(7 147 170)</b>	<b>(1 938 106)</b>
Charges for the year	(1 000)	-	-
Reversal of value adjustments	20 078 613	-	-
<b>Value adjustments at 31.12.2011</b>	<b>(448 450 690)</b>	<b>(7 147 170)</b>	<b>(1 938 106)</b>
<b>Net book value at 31.12.2010</b>	<b>4 326 503 279</b>	<b>27 826 398</b>	<b>217 933</b>
<b>Net book value at 31.12.2011</b>	<b>4 258 823 625</b>	<b>27 770 595</b>	<b>18 512</b>

## Main transactions on shares

During 2011, the Company acquired a number of small investments in affiliated undertakings from B&CE S.A., an affiliated undertaking. In addition to these, a number of material transactions were made which are summarised below.

RTL Hrvatska d.o.o. ("RTL Croatia")

On 25 July 2011, CLT-UFA acquired the remaining 26 per cent of the share capital of RTL Croatia from the non-controlling shareholders for an amount of €12 614 685.

On 13 October 2011, all shares in RTL Croatia totalling €51 156 967 were transferred to RTL Group Central and Eastern Europe GmbH, an entity fully controlled by CLT-UFA. The sales proceeds amounted to €75 000 000. The disposal resulted in the recognition of a non-taxable capital gain of €23 843 033 (Note 4.19.). The value adjustment of €20 000 000 previously recorded was reversed prior to the sale.

M-RTL Rt.

On 16 August 2011, all shares (67 % stake and 49 % of voting rights) in M-RTL Rt. totalling €47 728 850 were transferred to RTL Group Central and Eastern Europe GmbH, an entity fully controlled by CLT-UFA. The sales proceeds amounted to €152 154 839. Considering an account receivable related to an unpaid dividend of €9 344 182 declared in prior years, the transaction resulted in a non-taxable capital gain of €95 081 807 (Note 4.19.).

Radio H S.A.

On 11 April 2011, Radio H S.A. carried out a capital reduction without cancellation of ordinary shares. As a result, CLT-UFA received a reimbursement of €2 613 111.

Soparad Holding S.A.

At 31 December 2010, Soparad Holding S.A. was classified as an undertaking with which the company is linked by virtue of participating interests with acquisition costs of €55 803. In the first half of 2011, the remaining shares were purchased by the Company for an amount of €171 520. As a result, the total investment of €227 323 was transferred to "Shares in affiliated undertakings". In a second step, the entity was merged with CLT-UFA, resulting in a decrease of "Shares in affiliated undertakings" of €39 823, i.e. the investment in Soparad of €227 323 less the shares in Luxradio acquired as part of the merger of €187 500 (see below). The merger resulted in an extraordinary gain of €16 578 (Note 4.19.).

## Notes to the annual accounts for the year ended 31 December 2011

Luxradio S.à r.l.

At December 2010, Luxradio was classified as "Securities held as fixed assets" with acquisition cost of €199 421. During the first half of 2011, the Company acquired additional shares for an amount of €448 946 increasing its stake to 50 %. As a result, the investment was reclassified to "Shares in affiliated undertakings".

As part of the merger of Soparad Holding S.A. with CLT-UFA (see above), the Company acquired further shares in Luxradio previously held by Soparad totalling €187 500 increasing its stake to €835 867.

**Detailed transactions on shares in 2011**

Company	Country	Activity	Type of activity	Total
<b>Acquisitions</b>				
RTL Hrvatska d.o.o.	Croatia	RTL Croatia	Acquisition	12 614 685
Luxradio S.à r.l.	Luxembourg	Eldorado	Acquisition	448 946
Ediradio S.A.	France	RTL	Acquisition	344 320
Soparad Holding S.A.	Luxembourg	Holding	Acquisition	171 520
RTL Belux S.A.	Luxembourg	BELUX S.A.	Creation	20 460
B & CE S.A.	Luxembourg	BELUX S.A.	Acquisition	2 231
RTL Group Central and Eastern Europe S.A.	Luxembourg	Holding	Acquisition	1 000
IP Network International S.A.	Luxembourg	Holding	Acquisition	1 000
RTL Belux S.A. & Cie S.E.C.S.	Luxembourg	BELUX S.A. & Cie S.E.C.S.	Creation	656
Audiomedia Investments S.A.	Belgium	Holding	Acquisition	28
Media Assurances S.A.	Luxembourg	Insurances	Acquisition	25
RTL Group Deutschland S.A.	Luxembourg	Holding	Acquisition	1
Broadcasting Center Europe S.A.	Luxembourg	Technical Services	Acquisition	1
				<b>13 604 873</b>
<b>Disposals</b>				
RTL Hrvatska d.o.o.	Croatia	RTL Croatia	Disposal	(51 156 967)
M-RTL Rt.	Hungary	RTL Klub	Disposal	(47 728 850)
Hallo World	Czech Republic	-	Liquidation	(78 613)
				<b>(98 964 430)</b>
<b>Capital reimbursement</b>				
Radio H S.A.	Belgium	Holding radio Belgium	Capital reimbursement	(2 613 111)
				<b>(2 613 111)</b>
<b>Transfer</b>				
Luxradio S.à r.l.	Luxembourg	Eldorado	Transfer	(199 421)
Soparad Holding S.A.	Luxembourg	Holding	Transfer	(55 803)
				<b>(255 224)</b>
<b>Merger</b>				
Soparad Holding S.A.	Luxembourg	Holding	Merger	(39 823)
				<b>(39 823)</b>
<b>Value adjustments</b>				
RTL Group Central and Eastern Europe S.A.	Luxembourg	Holding	Charge for the year	(1 000)
				<b>(1 000)</b>
RTL Hrvatska d.o.o. (Note 4.13.)	Croatia	RTL Croatia	Reversal	20 000 000
Hallo World	Czech Republic	-	Reversal (liquidation)	78 613
				<b>20 078 613</b>

## Notes to the annual accounts for the year ended 31 December 2011

## Details of shares

Financial information for shares in affiliated undertakings and in undertakings with which the entity is linked by virtue of participating interest is presented for the last audited financial year, i.e. 2010.

Name of the company	Legal form	Country	Direct % held	Acquisition cost	Value adjustments	Net Equity before result for the year 2010	Result of the last period closed 2010
<b>Shares in affiliated undertakings</b>							
RTL Group Germany	S.A.	Luxembourg	100	4 041 075 481	-	4 041 075 481	4 048 868 651
CLT-UFA UK Television	Ltd	United Kingdom	100	417 716 019	(417 716 019)	-	(176 670 369)
Media Properties	S.à r.l.	Luxembourg	100	100 000 028	-	100 000 028	100 167 401
Audiomedia Investments	S.A.	Belgium	100	59 853 396	-	59 853 396	35 007 849
RADIO H	S.A.	Belgium	33	31 599 744	-	31 599 744	95 481 344
Hel Elai Film Productions	S.A.	Luxembourg	100	18 790 216	(16 790 216)	-	4 173 884
Broadcasting Center Europe	S.A.	Luxembourg	100	12 491 588	-	12 491 588	14 192 432
CLT-UFA UK Radio	Ltd	United Kingdom	100	12 001 422	(12 001 422)	-	12 068 000
iP Network International	S.A.	Luxembourg	100	5 053 218	(500 000)	4 553 218	5 002 171
iP Luxembourg	S.à r.l.	Luxembourg	100	2 988 109	-	2 988 109	603 659
RTL Belgium	S.A.	Belgium	66	2 413 330	-	2 413 330	43 035 012
B. & C.E.	S.A.	Luxembourg	100	1 487 381	-	1 487 381	27 413 552
Ediradio	S.A.	France	100	1 420 336	-	1 420 336	2 489 258
Radio Luxembourg London	Ltd	United Kingdom	100	1 173 708	(1 173 706)	-	813 531
Luxradio	S.à r.l.	Luxembourg	75	835 887	-	835 887	618 497
RTL Group Central and Eastern Europe	S.A.	Luxembourg	100	50 000	(50 000)	-	731 947
RTL Belux	S.A.	Belgium	66	20 460	-	20 460	31 000
RTL Belux	S.A. & Cie S.E.C.S.	Belgium	66	656	-	656	1 000
Other			100	303 402	(219 327)	84 075	-
				<b>4 707 274 315</b>	<b>(448 450 690)</b>	<b>4 258 823 625</b>	
<b>Participating Interests</b>							
RTL2 Femsehen	GmbH & Co. KG	Germany	27	23 200 384	-	23 200 384	15 338 756
S5 Luxembourg (1)	S.C.A	Luxembourg	25	5 567 052	(5 567 052)	-	613 687
RTL Disney Femsehen	GmbH & Co.KG	Germany	50	3 834 690	-	3 834 690	7 669 378
RTL9	S.A. & Cie S.E.C.S.	Luxembourg	35	1 566 168	(1 566 168)	-	12 398 378
RTL2 Fems. & Gesch.	GmbH	Germany	27	586 785	-	586 785	260 000
S5 Luxembourg (1)	S.à r.l.	Luxembourg	25	3 100	(3 100)	-	(49)
Other			-	159 588	(10 850)	148 736	-
				<b>34 917 765</b>	<b>(7 147 170)</b>	<b>27 770 595</b>	
<b>Investments held as fixed assets</b>							
Film Success International (2)	Ltd	Panama	5	1 938 106	(1 938 106)	-	nc
Other			-	18 512	-	18 512	-
				<b>1 956 618</b>	<b>(1 938 106)</b>	<b>18 512</b>	
<b>Grand total</b>				<b>4 744 148 693</b>	<b>(457 535 966)</b>	<b>4 286 612 732</b>	

(1) In liquidation

(2) The company is suspended under Panamanian commercial law

## 3.3.2. Amounts owed by affiliated undertakings

In 2011, "Amounts owed by affiliated undertakings" have evolved as follows:

<b>Gross amount at 31.12.2010</b>	<b>43 264 180</b>
Increases	336 698 002
Decreases / Reimbursements	(15 865 261)
<b>Gross amount at 31.12.2011</b>	<b>364 096 921</b>
<b>Value adjustments at 31.12.2010</b>	<b>(2 224 182)</b>
Charges for the year	2 224 182
<b>Value adjustments at 31.12.2011</b>	<b>-</b>
<b>Net book value at 31.12.2010</b>	<b>41 039 998</b>
<b>Net book value at 31.12.2011</b>	<b>364 096 921</b>

The amounts owed by affiliated undertakings are detailed as follows:

- Loan receivable from RTL Group Central and Eastern Europe GmbH for € 312 245 000 granted in two tranches of €152 000 000 and €160 245 000 on 18 August 2011 and 21 December 2011 respectively, bearing interest at a rate of 5.5 % maturing in tranches between 2018 and 2022. The interest accrued on the loan at 31 December 2011 amount to €1 338 783;

**Notes to the annual accounts for the year ended 31 December 2011**

- Revolving loan to Société Immobilière Bayard d'Antin S.A. for an amount of €37 095 393, bearing interest at a rate of 2.758 %. The interest accrued on the loan at 31 December 2011 amount to €49 637;
- Revolving loan to RTL Croatia of HRK 99 788 000 (€13 293 317), bearing interest at a rate of 7.25 %. The interest accrued on the loan at 31 December 2011 amount to €72 791.

**3.4. Programme rights**

The detail of movements in programme and broadcasting rights is as follows:

	2011	2010
<b>Net book value at 1 January</b>	<b>128 009 227</b>	<b>134 058 248</b>
Acquisitions	94 376 867	83 552 646
Consumptions	(91 973 603)	(87 631 309)
Scraps	<u>(1 299 650)</u>	<u>(1 970 358)</u>
<b>Net book value at 31 December</b>	<b>129 112 841</b>	<b>128 009 227</b>

**3.5. Debtors****3.5.1. Amounts owed by affiliated undertakings**

"Amounts owed by affiliated undertakings" mainly consist of:

- Accounts receivable from IP France S.A., IP Luxembourg S.A. and RTL Nederland B.V. regarding the commercial management of advertising revenue amount to €45 826 748 (2010: €44 276 510) without interest and maturity date;
- Cash pooling account receivable with Audiomedia Investments S.A. for €10 107 358 (2010: €10 448 958) bearing interest at 0.23 % (2010: 1.32 %) without maturity date (Note 4.16.);
- Account receivable from RTL Belgium S.A. for €17 034 396 (2010: €7 493 249);
- Cash pooling account receivable from CLT-UFA U.K. Television Ltd. for €2 799 199 (2010: € nil).

**3.5.2. Amounts owed by undertakings with which the company is linked by virtue of participating interests**

"Amounts owed by undertakings with which the company is linked by virtue of participating interests" mainly consist of the share in the result of fiscally transparent companies RTL Disney Fernsehen GmbH & Co KG for €14 490 551 (2010: €12 507 735) and RTL 2 Fernsehen GmbH & Co. KG for €9 568 909 (2010: €9 845 936).

**3.5.3. Amounts owed by shareholders**

"Amounts owed by shareholders" mainly consist of:

- Cash pooling account receivable from RTL Group S.A. for €2 098 509 649 (2010: €1 965 065 915) bearing interest at 0.38 % (2010: 0.57 %) without maturity date (Note 4.17.);
- An account receivable of €209 177 884 (2010: €349 940 891) from Bertelsmann AG related to the PLP agreement (Note 5.1.).

**3.6. Other transferable securities**

"Other transferable securities" of €100 000 009 correspond to short-term investments in equity instruments made through financing by a financial institution in the context of the Company's treasury operations.

## Notes to the annual accounts for the year ended 31 December 2011

### 3.7. Deferred charges and derivative assets

The amounts include prepaid expenses of €2 287 233 (2010: €1 644 824) and unrealised foreign exchange effects amounting to €182 287 (2010: €5 138 145).

### 3.8. Equity

The changes in equity during the year are summarised in the table below:

	Subscribed capital	Share premium	Legal reserve	Result brought forward	Result for the financial year	Temporarily not taxable capital gains	Total
At 31.12.2009	450 000 000	363 880 110	46 000 000	4 901 874 505	403 051 666	53 872 672	6 217 678 953
Allocation of 2009 result	-	-	-	403 051 666	(403 051 666)	-	-
Dividend distribution	-	-	-	(138 251 834)	-	-	(138 251 834)
Result for the year	-	-	-	-	412 959 110	-	412 959 110
At 31.12.2010	450 000 000	363 880 110	46 000 000	5 166 674 337	412 959 110	53 872 672	6 492 386 229
Allocation of 2010 result	-	-	-	412 959 110	(412 959 110)	-	-
Dividend distribution	-	-	-	(197 502 620)	-	-	(197 502 620)
Result for the year	-	-	-	-	417 609 814	-	417 609 814
At 31.12.2011	450 000 000	363 880 110	46 000 000	5 382 130 827	417 609 814	53 872 672	6 712 493 423

#### 3.8.1. Subscribed capital

At 31 December 2011, the "Subscribed capital" amounts to €450 000 000 and is represented by 19 750 262 shares, all fully paid-up and without designation of nominal value. All shares have equal rights and obligations.

#### 3.8.2. Legal reserve

In accordance with Luxembourg company law, the Company is required to transfer a minimum of 5 % of its net profit for each financial year to a legal reserve. This requirement ceases to be necessary once the balance of the legal reserve reaches 10 % of the issued share capital. The legal reserve is not available for distribution to the shareholders.

#### 3.8.3. Temporarily not taxable capital gains

Since 1987, the Company has sold certain participating interests and tangible assets and realised capital gains. Under the relevant fiscal legislation in Luxembourg, certain of these gains are "neutralised", i.e. they are non-taxable and are not included in the profit and loss account. The proceeds of the sale of participating interests and tangible assets, on which capital gains were realised, must be reinvested within two years in tangible and/or financial assets.

### 3.9. Provisions

The "Provisions for pensions and similar obligations" at 31 December 2011 represents commitments from the Company towards its own employees and amounts to €25 862 188 (2010: €25 741 608). Pension costs and obligations have been determined by an actuary in accordance with accounting standards generally accepted in Luxembourg.

At 31 December 2011, "Other provisions" relate to different obligations and operating risks for €27 240 033 (2010: €24 815 055).

## Notes to the annual accounts for the year ended 31 December 2011

### 3.10. Creditors

#### 3.10.1. Amounts owed to affiliated undertakings

"Amounts owed to affiliated undertakings" mainly consist of:

- Cash pooling account payable with RTL Group Deutschland GmbH for €257 590 650 (2010: €139 720 012) bearing interest at 0.38 % (2010: 0.57 %) and without maturity date;
- Amounts owed to:
  - o RTL Nederland B.V. for €28 572 030 (2010: €26 185 247);
  - o Ediradio S.A. for €8 697 176 (2010: €10 280 800);
  - o RTL Nederland Interactief B.V. for €4 115 220 (2010: €5 638 636);
  - o RTL Belgium S.A. for €2 872 402 (2010: €2 163 278);
  - o Broadcasting Center Europe S.A. for €1 624 962 (2010: €4 992 097);
  - o Société Commerciale de Promotion et de Publicité S.A. for €1 537 497 (2010: €4 132 027).

Total interest expense on the "Amounts owed to affiliated undertakings" during the year 2011 amounts to €716 280 (2010: €35 363).

#### 3.10.2. Amounts owed to undertakings with which the company is linked by virtue of participating interests

"Amounts owed to undertakings with which the company is linked by virtue of participating interests" mainly consist of a cash pooling account payable with RTL Disney Fernsehen GmbH & Co. KG for €45 187 717 (2010: €20 295 287) bearing interest at 1.02 % (2010: 0.78 %) and without maturity date.

Total interest expense on the amounts owed to undertakings with which the company is linked by virtue of participating interests during the year 2011 amounts to €192 431 (2010: €18 672).

#### 3.10.3. Amounts owed to shareholders

"Amounts owed to shareholders" mainly consist of cash pooling with RTL Group S.A. for €157 879 180 (2010: €179 877 912) bearing interest at 1.13 % (2010: 1.32 %) and without maturity date.

Total interest expense on the amounts owed to shareholders during the year 2011 amounts to €2 419 937 (2010: €2 055 326) (Note 4.7.).

#### 3.10.4. Tax debts

The Company is subject in Luxembourg to the general tax regulations applicable to all companies. The Company has received final tax assessments up to 2006.

From 1 January 2001, the Company is part of a tax unity at the level of RTL Group S.A., including other Luxembourg Group companies.

"Tax debts" include Luxembourg net wealth tax and German income tax which relates to fiscally transparent companies (Notes 4.11. and 4.12.).

Refer to Note 5.1 for details on the Profit and Loss pooling agreement between RTL Group Deutschland GmbH, an affiliated undertaking of the Company, and Bertelsmann Capital Holding GmbH.

### 3.11. Deferred income and derivative liabilities

The amount consists of income relating to subsequent periods of €2 496 903 (2010: €1 794 868) and foreign exchange effects amounting to €54 716 (2010: €4 513 271).

## Notes to the annual accounts for the year ended 31 December 2011

## 4. PROFIT AND LOSS ACCOUNT

## 4.1. Net turnover

"Net turnover" evolved as follows:

In '000 €	Advertising income		Film rights sales		Other sales		Net turnover	
	2011	2010	2011	2010	2011	2010	2011	2010
<b>Radio :</b>								
Benelux	11 773	11 714	-	-	-	-	11 773	11 714
France	133 226	131 376	-	-	3 742	4 069	136 968	135 445
Germany	3 061	3 768	-	-	-	-	3 061	3 768
	<b>148 060</b>	<b>146 858</b>	<b>-</b>	<b>-</b>	<b>3 742</b>	<b>4 069</b>	<b>151 802</b>	<b>150 926</b>
<b>Television :</b>								
Benelux	468 205	417 701	31 611	30 864	47 503	35 403	547 319	483 968
France	-	-	459	869	300	254	759	1 123
Germany	-	-	-	-	2 348	2 304	2 348	2 304
Other	-	-	-	30	1 192	1 198	1 192	1 228
	<b>468 205</b>	<b>417 701</b>	<b>32 070</b>	<b>31 763</b>	<b>51 343</b>	<b>39 159</b>	<b>551 618</b>	<b>488 622</b>
<b>TOTAL</b>	<b>616 265</b>	<b>564 559</b>	<b>32 070</b>	<b>31 763</b>	<b>55 085</b>	<b>43 228</b>	<b>703 420</b>	<b>639 549</b>

The increase of the revenue in 2011 is mainly due to the television advertising activities, especially in the Netherlands where the Company significantly outperformed the growth of the local TV market.

Other sales mainly represent technical and administrative services.

## 4.2. Other operating income

"Other operating income" evolved as follows:

	2011	2010
Fees and royalties from cable operators	19 903 814	17 790 247
Other fees and services	19 199 561	17 033 356
Administrative and management services to Group companies	5 737 503	5 387 604
Other	<u>62 803</u>	<u>649 658</u>
<b>Total</b>	<b>44 903 681</b>	<b>40 860 865</b>

## 4.3. Other external charges

In addition to Luxembourg based expenses, CLT-UFA carries most external charges which are invoiced by affiliated undertakings. Significant charges are as follows:

- The RTL Nederland B.V. subsidiary produces television programmes in Dutch broadcast by CLT-UFA. The cost of these services for 2011 amounts to €284 095 211 (2010: €251 319 448). The commercial management of advertising is handled by RTL Nederland B.V.; in return, CLT-UFA pays a commission on advertising income for an amount of €67 905 712 (2010: €62 770 596);
- RTL Nederland Interactief B.V. provides new media services which are borne by the Company. Due to higher sales, the fee for 2011 amounted to €20 130 940 (2010: €16 695 035);
- Ediradio S.A. produces a radio news and entertainment program in French broadcast by CLT-UFA. The cost of these services for 2011 amounts to €65 639 983 (2010: €68 052 501). The commercial management of advertising is handled by IP France S.A. (Information et Publicité). In return, CLT-UFA pays a commission on advertising income for an amount of €29 227 612 (2010: €28 712 138);
- CLT-UFA bore costs of €15 369 162 (2010: €17 100 510) on behalf of an affiliated company, Société Commerciale de Promotion et de Publicité S.A. Paris, for promotional services related to the French radio programme;

## Notes to the annual accounts for the year ended 31 December 2011

- Recharges from Broadcasting Center Europe S.A. for services rendered amounted to €20 033 661 (2010: €21 897 799).

**4.4. Staff costs**

During 2011, the Company had an average staff of 261 employees (2010: 256). "Staff costs" include external staff costs for an amount of €470 087 (2010: €537 500).

**4.5. Other operating charges**

"Other operating charges" evolved as follows:

	2011	2010
Fees and royalties for concession contracts, licences and similar rights	37 111 290	30 789 865
Operating taxes	337 258	824 906
Other	<u>230 617</u>	<u>230 563</u>
<b>Total</b>	<b>37 679 165</b>	<b>31 845 334</b>

The increase is mainly due to higher royalties and author rights incurred in the Netherlands.

**4.6. Value adjustments in respect of financial fixed assets**

"Value adjustments in respect of financial fixed assets" relate to RTL Group Central and Eastern Europe S.A. (Note 3.3.1.). In 2010, they mainly related to value adjustments on the investments in RTL9 S.A. et Cie SECS and RTL9 S.A. (€1 577 018) and on the loan to CLT UFA UK Television Ltd. (€941 425).

**4.7. Interest and other financial charges concerning shareholders**

"Interest and other financial charges concerning shareholders" exclusively relate to cash pooling arrangements with RTL Group S.A. (Note 3.10.3.).

**4.8. Foreign exchange (loss)/gain, net**

"Foreign exchange (loss)/gain, net" evolved as follows:

	2011	2010
Realised foreign exchange gains	7 789 175	26 880 273
Realised foreign exchange losses	(6 071 722)	(29 307 098)
Unrealised foreign exchange gains on assets and liabilities and on foreign currency derivatives	17 832 386	8 085 978
Unrealised foreign exchange losses on assets and liabilities and on foreign currency derivatives	<u>(19 664 217)</u>	<u>(2 539 088)</u>
<b>Total</b>	<b>(114 378)</b>	<b>3 120 065</b>

**4.9. Other interest and financial charges**

	2011	2010
Discounts granted	1 519 538	1 423 993
Interest charges on tax	<u>1 011 909</u>	<u>187 155</u>
<b>Total</b>	<b>2 531 447</b>	<b>1 611 148</b>

**4.10. Extraordinary charges**

	2011	2010
Waiver of receivables from affiliates	342 445	4 244 290
Other	<u>64 245</u>	<u>48 003</u>
<b>Total</b>	<b>406 690</b>	<b>4 292 293</b>



**Notes to the annual accounts for the year ended 31 December 2011**

The waiver of a receivable from affiliates in 2011 relates to the cancellation of the debt of RTL Croatia for the use of the RTL trademark. In 2010, extraordinary charges mainly related to the waiver of a loan granted to CLT-UFA U.K. Television Ltd (€4 244 290).

**4.11. Income tax**

"Income tax" in consideration of fiscally transparent companies (RTL2 Fernsehen GmbH & Co. KG, RTL 9 S.A. & Cie S.E.C.S., RTL Disney GmbH & Co. KG) amounts to €1 894 737 (2010: €3 360 839).

**4.12. Other taxes not included in the previous caption**

"Other taxes" not included in the previous caption include net wealth tax of €10 560 370 (2010: €8 973 725).

**4.13. Reversal of value adjustments in respect of financial fixed assets**

The "Reversal of value adjustments in respect of financial fixed" assets relates to the investment in RTL Croatia which was disposed of in 2011 (€20 000 000) and the loan to CLT-UFA U.K. Television Limited which was repaid at the beginning of 2012 (€939 954).

**4.14. Share in gains from participations**

The "Share in gains from participations" evolved as follows:

	2011	2010
RTL Disney GmbH & Co. KG	14 490 551	12 507 735
RTL 2 Fernsehen GmbH & Co. KG	9 618 837	9 893 857
RTL 9 SA et Cie SECS	<u>4 420</u>	<u>-</u>
<b>Total</b>	<b>24 113 808</b>	<b>22 401 592</b>

**4.15. Dividend income**

During 2011, the Company received dividends from the following affiliated undertakings:

	2011	2010
RTL Belgium S.A.	13 198 963	7 919 378
Broadcasting Center Europe S.A.	3 523 166	4 029 904
Audiomedia Investments S.A.	3 403 275	3 434 787
IP Luxembourg S.A.	2 500 000	4 000 000
M-RTL Rt.	-	9 048 100
Other	<u>1 831 613</u>	<u>1 809 760</u>
<b>Total</b>	<b>24 457 017</b>	<b>30 241 929</b>

**4.16. Interest and other financial income – derived from affiliated undertakings**

"Interest and other financial income derived from affiliated undertakings" evolved as follows:

	2011	2010
Interest on loans receivable (Note 3.3.2.)	4 732 561	959 414
Interest on cash pooling arrangements (Note 3.5.1.)	<u>506 304</u>	<u>2 729 084</u>
<b>Total</b>	<b>5 238 865</b>	<b>3 688 498</b>

## Notes to the annual accounts for the year ended 31 December 2011

### 4.17. Interest and other financial income – derived from shareholders

“Interest and other financial income derived from shareholders” evolved as follows:

	2011	2010
PLP agreement with Bertelsmann AG (Note 5.1.)	209 177 884	349 940 891
Cash pooling agreement with RTL Group S.A. (Note 3.5.3.)	<u>13 215 103</u>	<u>3 137 998</u>
<b>Total</b>	<b>222 392 987</b>	<b>353 078 889</b>

In application of the PLP agreement with Bertelsmann AG, CLT-UFA recognised income of €209 177 884 (2010: €349 940 891) related to:

- Compensation agreement of €139 939 782 (2010: €293 467 862);
- Commission of €69 238 102 (2010: €56 473 029).

### 4.18. Other interest and financial income

“Other interest and financial income” relates to interest on German tax reimbursements of €348 336 (2010: €414 370).

### 4.19. Extraordinary income

“Extraordinary income” evolved as follows:

	2011	2010
Gain on disposal of M-RTL Rt. (Note 3.3.1.)	95 081 807	-
Gain on disposal of RTL Croatia (Note 3.3.1.)	23 843 033	-
Other (Note 3.3.1.)	<u>22 849</u>	<u>417 557</u>
<b>Total</b>	<b>118 947 689</b>	<b>417 557</b>

## 5. RELATED PARTIES AND RELATED PARTY TRANSACTIONS

At 31 December 2011, the principal shareholder of the Company is RTL Group S.A. which holds 99.7 per cent of the CLT-UFA shares.

Management considers that all significant transactions entered into with related parties during 2011 and 2010 have been done at arm's length.

### 5.1. Transactions with shareholders

As from 1 January 2001, the Company is part of a tax unity led by RTL Group S.A. including other Luxembourg Group companies. In the event that CLT-UFA would have taxable income, CLT-UFA will not record income tax charges as long as the tax unity will benefit from unused tax losses. CLT-UFA also paid income tax related to its investments in fiscally transparent companies.

In July 2008, the Board of Directors of RTL Group S.A. and CLT-UFA agreed to proceed with the tax pooling of their indirect subsidiary RTL Group Deutschland GmbH into Bertelsmann Capital Holding GmbH, a direct subsidiary of Bertelsmann AG.

To that effect, RTL Group Deutschland GmbH entered into a Profit and Loss Pooling agreement (“PLP agreement”) with Bertelsmann Capital Holding GmbH for a six-year period starting on 1 January 2008.

Simultaneously, Bertelsmann AG entered into a Compensation agreement with CLT-UFA, providing for the payment to CLT-UFA of an amount compensating the above transfer and an additional commission amounting to 50 per cent of the tax saving based upon the taxable profit of RTL Group Deutschland GmbH.

After six years, both PLP agreement and Compensation agreement are renewable on a yearly basis. RTL Group Deutschland GmbH and CLT-UFA have the right to request the early termination of those agreements under certain conditions. The compensation and the commission are recognised in the same period and are presented as interest and other financial income derived from shareholders.

## Notes to the annual accounts for the year ended 31 December 2011

In October 2008, CLT-UFA received a pledge on all shares of Bertelsmann AG wholly-owned English subsidiary (Bertelsmann UK Ltd) and all of Bertelsmann AG interest in the German limited liability partnership Gruner + Jahr AG & Co., to secure all payments owed by Bertelsmann AG that are related to the PLP agreement.

### 5.2. Transactions with key management personnel

Transactions with key management personnel for RTL Group can be summarised as follows (\*):

In € million	2011	2010
Short-term benefits	6.3	6.6
Long-term benefits	<u>1.2</u>	<u>3.2</u>
<b>Total</b>	<b>7.5</b>	<b>9.8</b>

(\*) The Company's operations are driven by RTL Group S.A. key management, i.e. there is no dedicated CLT-UFA key management personnel. Related expenses for transactions with key management are not borne by CLT-UFA

### 5.3. Directors' fees

In 2011, a total of €229 828 (2010: €222 787) was allocated in the form of attendance fees to the members of the Board of Directors, of which € nil (2010: € nil) was paid to key management personnel.

## 6. OFF-BALANCE SHEET COMMITMENTS

### 6.1. Commitments given

The financial commitments given by the Company are as follows:

	2011	2010
Guarantees and other similar commitments	113 458 214	146 703 358
Outstanding forward currency and interest rate contracts	112 072 270	140 384 446
Long-term commitments	<u>85 253 617</u>	<u>134 672 128</u>
<b>Total</b>	<b>310 784 101</b>	<b>421 759 932</b>

The nature and the commercial objective of the operations not disclosed on the balance sheet can be described as follows:

#### 6.1.1. Guarantees and other similar commitments

CLT-UFA has taken commitments in favour of its subsidiaries for an amount of €113 m (2010: €128 m). CLT-UFA has also signed a commitment, together with the other unit holders of RTL2 GmbH & Co. KG, Munich and the other unit holders of RTL Disney Fernsehen GmbH & Co. KG, Cologne to cover the future losses of these companies, in proportion to their respective holding.

In 2010, CLT-UFA had also issued letters of guarantee for loans in favour of its subsidiaries for €19m which expired in the meantime.

#### 6.1.2. Outstanding forward currency and interest rate contracts

At 31 December 2011, CLT-UFA has outstanding forward currency contracts for a total amount of €112m (2010: €140m) with RTL Group S.A..

#### 6.1.3. Long-term commitments

At 31 December 2011, CLT-UFA has signed commitments to purchase audiovisual rights for €70 m (2010: €116 m).

CLT-UFA has signed multi-annual rental contracts for satellite transponders, transmission and distribution for a total amount of €15 m (2010: €19 m).

## Notes to the annual accounts for the year ended 31 December 2011

### 6.2. Commitments received

#### 6.2.1. Licence agreement

On 15 February 2007, the Luxembourg Government, CLT-UFA, RTL Group S.A. and Bertelsmann AG signed a new concession contract that will run until the end of 2020. Under the terms of the contract, the Luxembourg Government will continue to make television and radio frequencies available to CLT-UFA. In return, CLT-UFA will continue to produce and finance a public TV programme for the Grand-Duchy.

#### 6.2.2. Other

CLT-UFA has received commitments from its subsidiaries and its shareholder RTL Group S.A. for an amount of €152 m (2010: €210 m) including outstanding forward currency for €112 m (2010: €140 m).

## 7. SUBSEQUENT EVENTS

On 18 January 2012, Groupe M6 announced that it has disposed of its shares in the American film production and distribution company Summit Entertainment following the sale of the studio to Lions Gate on 13 January 2012. The transaction was valued at between USD 334 million dollars and USD 412.5 million, corresponding to a maximum amount of USD 37.5 million for Groupe M6, which had acquired a 9.1 per cent shareholding in Summit Entertainment on 19 April 2007, for USD 15 million. The capital gain of this operation will be accounted for in the 2012 fiscal year. The exclusive distribution deal between Summit Entertainment and Groupe M6's subsidiary SND will continue despite the change in the shareholder structure.

On 7 February 2012, Gerhard Zeiler, Chief Executive Officer of RTL Group, announced that he will leave RTL Group on his own request with effect from the Annual General Meeting of RTL Group S.A. on 18 April 2012, to take on a new challenge. Guillaume de Posch and Anke Schäferkordt will succeed him as co-CEOs. Guillaume de Posch, currently Chief Operating Officer of RTL Group, will take over responsibility for all of the Group's broadcasting operations outside Germany, and RTL Group's production business. Anke Schäferkordt will continue to manage the German TV business in addition to her role as CEO of RTL Group. Elmar Heggen – RTL Group CFO and Head of the Corporate Centre in Luxembourg – Guillaume de Posch and Anke Schäferkordt are expected to join the RTL Group Board of Directors as Executive Directors.

The sale of RTL Group's majority shareholding in Alpha Media Group was subject to approval by the Greek Competition Commission. This clearance was obtained on 9 February 2012 and the transaction was completed on 20 February 2012.

On 23 February 2012, Mediengruppe RTL Deutschland announced that it will launch a new free-TV channel in Germany, RTL Nitro, on 1 April 2012.



**CLT-UFA**

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**Allocation of results**

Taking into account the result brought forward of EUR 5,382,130,827,- and the profit for the year of EUR 417,609,814,- the allocation of results is therefore shown as follows:

Dividend	EUR	201,452,672,-
Profit carried forward	EUR	5,598,287,969,-

The gross dividend distributed for the financial year 2011 to shareholders is thus fixed at EUR 10.20 per share, the withholding tax amounting in principle, as the current legislation stands, to a maximum of 15%.

